



## Governance Committee Meeting Agenda

Wednesday, October 13, 2021

11:00am – 12:00pm

Welcome and Call to Order

Susan McDonald

Nominations

Susan McDonald and Brian Maness

Bylaws Review Update

Susan McDonald and David Shuford

Other Business

Susan McDonald

## Governance Committee Meeting Minutes

Tuesday, September 22, 2021

10:30am – 11:30am

**Trustees in Attendance:** Susan McDonald, Cathy Levinson, Tony Bucci, David Shuford

**CHS Staff in Attendance:** Brian Maness and Alex Kelly

Susan McDonald called the meeting to order. Susan recommended the Committee begin with a discussion on nominations prior to a Bylaw update. Nominees were discussed.

It is recommended to maintain a list of names mentioned who do not join the board for future engagement.

The Bylaws currently read 18-30 Elected Trustees in addition to the officers. We currently have 15 elected Trustees. The decision was made for the range of elected Trustees to be 12-24, in addition to officers. Recommendation is to eliminate the Vice-Secretary and the Vice-Treasurer. Recommendation is to combine the Audit and Finance Committees. The recommendation is to have Lifetime Trustees move toward an Emeritus Status, invited to participate in meetings, but not a voting member (currently Article II). There is a recommendation that the Bylaws reflect that a corporation may have officers that are not voting members.

The next steps would be for Brian, David, and Susan to have a joint conversation with Molly Shaw. Brian will facilitate a joint conversation with Kathy Colville and Rebecca Starnes. Cathy Levinson will reach out to Tamera Ziglar regarding Regina Glaspie.

Potential Trustees for the office of Vice-Chair were discussed. Susan will call Lee Youngblood to discuss potential interest.

Meeting adjourned at 12:00pm.

## Preliminary/Draft

### Children's Home Society 2021-2022 Slate of Officers and Trustees

#### Officers and Executive Committee

Chair	David Shuford
Vice Chair	TBD
Immediate Past Chair	Cathy Levinson
Secretary	Tony Bucci
Treasurer	Mary Sheppard
CHS President & CEO	Brian Maness
CHS Foundation Chair	Lee Youngblood

#### At-Large Members of the Executive Committee

Gary Bowen, Courtenay Fields, Ellen Linton, Susan McDonald

Proposed Trustees for Election	City	Term
TBD - Molly Shaw	(Charlotte)	1st (2024)

  

Elected Trustees (Continuing)	City	Term
Tucker Andrews	(Raleigh)	1st (2022)
Blair Alligood	(Fayetteville)	2nd (2024)
Gary Bowen	(Cary/Chapel Hill)	2nd (2023)
Bridget Chisholm	(Greensboro)	1 <sup>st</sup> (2023)
Tim Davis	(Winston-Salem)	1 <sup>st</sup> (2023)
Courtenay Fields	(Greensboro)	1st (2022)
Thurman Guy	(Greensboro)	1 <sup>st</sup> (2023)
Peyton Hostetler	(Charlotte)	2nd (2023)
Andy Koren	(Greensboro)	2nd (2023)

## **Preliminary/Draft**

Gail LeBauer	(Greensboro)	2nd (2024)
Ellen Linton	(Greensboro)	2nd (2022)
Susan McDonald	(Greensboro)	2nd (2024)
Mary Patterson	(Raleigh)	2nd (2022)
Britt Preyer	(Greensboro)	1st (2022)
Tamera Ziglar	(Greensboro)	1 <sup>st</sup> (2023)

## **Life Members**

Bob Borden  
Jane Cochrane  
Sallie McMillion  
Kay Stern

**Total Voting Trustees = TBD**

**BYLAWS**  
**OF**  
**THE CHILDREN'S HOME SOCIETY OF NORTH CAROLINA,**  
**INC. (~~Adopted 5/17/2012~~)**

**ARTICLE I**

**OFFICES**

Section 1. The principal office and the registered office of the corporation shall be located at 604 Meadow Street, Greensboro, NC 27405, or such other place as the Board of Trustees may designate from time to time.

Section 2. The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Trustees may designate or as the affairs of the corporation may require from time to time.

**ARTICLE II**

**BOARD OF TRUSTEES**

Section 1. There shall be a Board of Trustees who shall have the general power to direct the management of the business and affairs of the corporation. The Board of Trustees may adopt such policies, rules and regulations as it shall deem proper, not inconsistent with the law or the charter of the corporation or of these Bylaws, for the conduct of its meetings and for the management of the affairs and the business of the corporation. The Board of Trustees may exercise all powers of the corporation and do all such lawful acts and things as by statute may be done by the board of directors of a non-profit corporation. No Trustee shall receive compensation for service as a Trustee.

Section 2. The Board of Trustees shall consist of the Officers of the corporation ~~excepting the Additional Officers,~~ the immediate past Chairperson during the one-year period following the end of the person's term as Chairperson, the President of the Children's Home Society Foundation, Inc., the Lifetime Trustees, and a number of Elected Trustees, which shall not be less than ~~twelve~~ ~~eighteen~~ (12~~18~~) nor more than ~~twenty-four~~ (24~~30~~), as such number may be established or changed from time

to time, within the stated minimum and maximum, by the Board of Trustees. The President of the corporation shall be a non-voting member of the Board of Trustees.

The Elected Trustees shall be divided into three classes, as nearly equal in number as possible, and shall be elected to serve for terms of three years. In the event of any increase or decrease in the number of Elected Trustees, the additional or eliminated trusteeships shall be classified or chosen so that all classes of Elected Trustees shall remain or become as nearly equal in number as possible. A decrease in the number of Elected Trustees shall not shorten any incumbent Elected Trustee's term. Despite the expiration of an Elected Trustee's term, such Elected Trustee shall continue to serve until a successor is elected and qualified or until there is a decrease in the number of Elected Trustees. Elected Trustees may succeed themselves; but no individual Elected Trustee shall be eligible to serve more than two consecutive terms.

Section 3. The Elected Trustees shall be elected by majority vote of the Board of Trustees at a meeting to be held in October of each year. At least fifteen (15) days prior to the election, the Governance Committee shall submit a slate of Elected Trustees for consideration by the Board of Trustees. At the meeting during which the election is to be held, additional nominations may be made from the floor by any member of the Board of Trustees, provided each person so nominated must have previously agreed to have his or her name placed in nomination. ~~A majority of votes of members of the Board of Trustees present and voting shall be sufficient for election.~~ In the event that there is more than one nominee for any position, voting for that position shall be by secret ballot. Those Elected Trustees and all Trustees elected at any other time shall assume duties at the close of the meeting at which they are elected.

Section 4. From time to time, the Board of Trustees may elect as Lifetime Trustees persons who have displayed exemplary service and made significant contributions to the corporation. Lifetime Trustees shall be selected by the affirmative vote of a majority of the Board of Trustees. A Lifetime Trustee shall serve until his or her death, resignation, retirement, or removal. There shall be no limitation on the number of Lifetime Trustees. Lifetime Trustees may elect emeritus status, in which case they will continue to be recognized as Lifetime Trustees of the

corporation and may attend meetings of the Board of Trustees but shall not be entitled to vote on matters coming before the Board of Trustees and shall not be counted for purposes of determining quorum or tabulating votes.

Section 5. In the event of the death, resignation, retirement or removal of any Elected Trustee occurring during his or her term, a successor shall be elected by majority vote of the Board of Trustees present at a meeting held after the creation of such vacancy unless the Board of Trustees shall determine not to fill the vacancy and thereby to reduce the number of members of the Board of Trustees. Any person elected to fill any unexpired term shall serve until the expiration of the term of his or her predecessor. Nominations for candidates to fill such vacancies may be made by the Governance Committee or by any member of the Board of Trustees.

Section 6. Any Elected Trustee or Lifetime Trustee may be removed from the Board of Trustees for any reason as may be satisfactory to the Board of Trustees. The issue of removal of any Trustee shall be first considered by the Governance Committee. If the Governance Committee shall determine that removal of a Trustee is warranted, it shall so recommend to the Board of Trustees which shall consider the matter. Removal of any Elected Trustee or Lifetime Trustee shall be by affirmative vote of two thirds of the Board of Trustees present at a meeting during which such removal is to be considered. Any Board member proposed to be removed by the Governance Committee shall be entitled to at least two weeks written notice of any meeting at which such removal is to be considered, and shall be entitled to appear at such meeting and be heard by the Board of Trustees. Unexcused absences by an Elected Trustee ~~or a Lifetime Trustee~~ from four consecutive Board meetings constitutes withdrawal from the Board, and no action by the Board of Trustees shall be necessary to remove such Elected Trustee ~~or Lifetime Trustee~~. Unexcused absences by a Lifetime Trustee from four consecutive Board meetings constitutes election of emeritus status, and no action by the Board of Trustees shall be necessary to confirm such Lifetime Trustee's change in status.

### **ARTICLE III**

#### **MEETINGS OF BOARD OF TRUSTEES**

Section 1. Regular meetings of the Board of Trustees shall

be held at such time and place as shall be determined by the Chairperson or a majority of the Board of Trustees; provided, however, the Board of Trustees shall meet on at least four occasions during each calendar year. Notice of regular meetings shall be given to each member of the Board of Trustees personally, by email, facsimile, mail or telephone, at least seven days prior to the date of such meeting.

Section 2. Special meetings of the Board of Trustees may be called by the Chairperson or any two officers. The person or persons calling a special meeting of the Board of Trustees shall, at least three days prior to the meeting, give notice personally, by email, facsimile, mail or telephone to each member of the Board of Trustees.

Section 3. One-third of the number of the members of the Board of Trustees shall constitute a quorum at any regular or special meeting. If a ~~Director~~ member of the Board of Trustees has withdrawn from a meeting, such ~~member~~~~Director~~ shall be counted as absent for the purposes of determining whether a quorum is present.

Section 4. The act of a majority of the Board of Trustees present at a meeting at which a quorum is present shall constitute the act of the Board of Trustees unless a higher threshold is otherwise required herein or by applicable law.

Section 5. Each member of the Board of Trustees shall cast one vote on any questions before the Board.

Section 6. One or more ~~members of the Board of Trustees~~ ~~Trustees~~~~Directors~~ may participate in a regular or special meeting of the Board of Trustees or a meeting of any Committee or Subcommittee thereof, by means of telephone, video conference or similar communications technology ~~telephone conference, or by other electronic means,~~ by which all those ~~Trustees~~~~Directors~~ participating may simultaneously hear one another during the meeting. A ~~member of the Board of Trustees~~ ~~Trustee~~~~Director~~ so participating shall be considered as present for all purposes, and shall be entitled, without limitation, to propose, object to, and vote on all issues coming before the meeting, the same as if such ~~member of the Board of Trustees~~ ~~Director~~ were in attendance at the place that is designated for the meeting. Any meeting of the Board of Trustees or a Committee or Subcommittee thereof may be held

entirely by the electronic means described in the first sentence of this Section 6.

#### ARTICLE IV

##### DUTIES OF THE BOARD OF TRUSTEES

Section 1. It shall be the function of the Board of Trustees to help the people that the corporation serves by: setting policies that guide the organization; developing long range plans; insuring adequate funding and that money is spent reasonably; and interpreting and representing the corporation in its relation with the community and fundraising organizations.

Section 2. Each Board Member is expected to attend and participate actively in all meetings and activities of the Board of Trustees.

#### ARTICLE V

##### EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee of the Board of Trustees which, subject to the limitations contained in Chapter 55A of the North Carolina General Statutes, shall have power to perform all of the duties and functions of the Board of Trustees between meetings of the Board of Trustees or as otherwise delegated to it by the Board of Trustees. Any action taken by the Executive Committee shall be reported at the next meeting of the Board of Trustees.

Section 2. The Executive Committee shall consist of the Chairperson, the Vice-Chairperson, the Chairperson-elect, if serving, the Secretary, ~~the Assistant Secretary, the Treasurer and the Assistant Treasurer,~~ the President of the Children's Home Society Foundation, Inc., and a number of elected members, which shall not be less than three (3) ~~five (5)~~ and not more than ~~five (5)~~ ~~ten (10)~~ members, as such number may be established or changed from time to time, within the stated minimum and maximum, by the Board of Trustees. ~~The President of the corporation shall be a non-voting member of the Executive Committee.~~

Section 3. The elected members of the Executive Committee

shall be elected by majority vote of the Board of Trustees at a meeting to be held in October of each year. At least fifteen (15) days prior to the election, the Governance Committee shall submit a slate of elected members of the Executive Committee for consideration by the Board of Trustees. At the meeting during which the election is to be held, additional nominations may be made from the floor by any member of the Board of Trustees, provided each person so nominated must have previously agreed to have his or her name placed in nomination. ~~A majority of votes of members of the Board of Trustees present and voting shall be sufficient for election.~~ In the event that there is more than one nominee for any position, voting for that position shall be by secret ballot. The elected members of the Executive Committee shall assume duties at the close of the meeting at which they are elected.

Section 4. Meetings of the Executive Committee may be called by the Chairperson of the Board of Trustees or shall be called at the request of at least two (2) members of the Executive Committee.

Section 5. One-half (1/2) of the number of members of the Executive Committee shall constitute a quorum for all meetings of the Executive Committee; provided, if the number of the members of the Executive Committee shall be an even number, then a quorum shall consist of one-half of the members plus one. If a member has withdrawn from a meeting, such member shall be counted as absent for the purposes of determining whether a quorum is present.

~~Section 6. One or more members of the Executive Committee may participate in a regular or special meeting by telephone conference, or by other electronic means, by which all members participating may simultaneously hear one another during the meeting. A member so participating shall be considered as present for all purposes, and shall be entitled to vote on all issues coming before the meeting, the same as if such member were in attendance at the place that is designated for the meeting.~~

Section 6. The Executive Committee may form such Ad Hoc Subcommittees as may be needed from time to time to perform its functions in furtherance of the mission of the corporation. Each Ad Hoc Subcommittee shall perform those functions assigned to it by the Executive Committee.

## ARTICLE VI

### OFFICERS

Section 1. The officers of the corporation shall be the Chairperson of the Board of Trustees, the Vice-Chairperson of the Board of Trustees, the Chairperson-elect of the Board of Trustees (if there is a person serving in that capacity), the President, the Secretary, ~~and the Assistant Secretary,~~ the Treasurer, ~~and the Assistant Treasurer.~~ ~~The corporation may have such additional officers (the "Additional Officers") as the Board of Trustees may determine from time to time.~~

Section 2. The officers shall be elected by majority vote of the Board of Trustees at a meeting to be held in October of each year, except the Chairperson-elect shall be elected at the meeting held in October of every even numbered year and shall assume the position of Chairperson at the first meeting held after the meeting held in October of the following year. At least fifteen (15) days prior to the election, the Governance Committee shall submit a slate of Officers for consideration by the Board of Trustees. At the meeting during which the election is to be held, additional nominations may be made from the floor by any member of the Board of Trustees, provided each person so nominated must have previously agreed to have his or her name placed in nomination. ~~A majority of votes of members of the Board of Trustees present and voting shall be sufficient for election.~~ In the event that there is more than one nominee for any position, voting for that position shall be by secret ballot. Those Officers and all Officers elected at any other time shall assume duties at the close of the meeting at which they are elected.

The officers shall hold their respective offices for a term of one year or until their successors are duly elected and qualified, except the Chairperson of the Board of Trustees shall serve for a term of two years, and the President ~~and any Additional Officers~~ shall serve at the pleasure of the Board of Trustees. There is no limitation upon the number of consecutive terms that an officer may serve.

Section 3. An officer, either elected or appointed, who is

not currently a member of the Board of Trustees, shall become a member of the Board of Trustees by virtue of his/her office. If an Elected Trustee shall be elected or appointed to serve as an officer, then he or she shall vacate the position as Elected Trustee. At the conclusion of his or her term, an officer is eligible to be elected as an Elected Trustee.

Section 4. The Board of Trustees shall fill any vacancies occurring among the officers by a majority vote of the Board of Trustees present at a meeting held after the creation of such vacancy.

Section 5. The officers shall have such powers and duties in the business and affairs of the corporation as follows:

A. The Chairperson shall preside at meetings of the Board of Trustees and the Executive Committee, and be a member of all committees, except the Governance Committee. The Chairperson of the Board of Trustees shall also serve as a member of the Board of Directors of the Children's Home Society Foundation, Inc.

B. The Chairperson-elect shall work closely with the Chairperson and perform all duties designated by the Chairperson, and the Chairperson-elect shall also serve on the Board of Trustees of the Children's Home Society Foundation, Inc. ~~The Chairperson-elect shall preside at meetings of the Board of Trustees and the Executive Committee in the absence of the Chairperson~~

C. The Vice-Chairperson shall assist the Chairperson in all functions and, ~~provided that there is not then a serving Chairperson-elect,~~ shall preside at meetings of the Board of Trustees and the Executive Committee in the absence of the Chairperson.

D. The Secretary shall be responsible for preparing and maintaining the records of all of the meetings of the Board of Trustees, the Executive Committee, and of the officers of the corporation.

~~E. The Assistant Secretary shall assist the Secretary in all functions and perform the duties of the Secretary in the absence of the Secretary.~~

~~E~~F. The Treasurer shall be responsible for the collection,

receipts and disbursements of the money of the corporation; shall render full and accurate records to each meeting of the Board of Trustees and the Executive Committee; and shall serve as ~~either chairperson of or a member of the~~ **Audit and Finance** Committee. The Treasurer shall also serve as a member of the Board of Trustees of the Children's Home Society Foundation, Inc.

~~G. The Assistant Treasurer shall serve as a member of the Finance Committee, shall assist the Treasurer in all functions, and perform the duties of the Treasurer in the absence of the Treasurer. ¶~~

Section 6. Any Officer may be removed from the Board of Trustees for any reason as may be satisfactory to the Board of Trustees. The issue of removal of any Officer shall be first considered by the Governance Committee. If the Governance Committee shall determine that removal of an Officer is warranted, it shall so recommend to the Board of Trustees which shall consider the matter. Removal of any Officer shall be by affirmative vote of two-thirds of the Board of Trustees present at a meeting during which such removal is to be considered. Any Officer proposed to be removed by the Governance Committee shall be entitled to at least two weeks written notice of any meeting at which such removal is to be considered, and shall be entitled to appear at such meeting and be heard by the Board of Trustees.

## **ARTICLE VII**

### **PRESIDENT AND ADDITIONAL OFFICERS**

Section 1. There shall be a President, ~~and there may be Additional Officers,~~ who shall be ~~a~~-compensated employees of the corporation. ~~The President shall be appointed by and shall serveing at the will of the Board of Trustees. The Board of Trustees shall approve the appointment of such Additional Officers upon the recommendation of the President, and the President shall have the authority to terminate the employment of any Additional Officer.~~ The compensation of the President shall be determined by the Executive Committee of the Board of Trustees. ~~The compensation of the Additional Officers shall be determined by the President.~~

Section 2. The President shall be the chief executive

officer of the corporation. The President shall be responsible for the management of the operations and affairs of the corporation under the direction of the Board of Trustees. The President shall also perform such other duties and responsibilities as may be assigned by the Board of Trustees from time to time.

Section 3. The Chairperson of the Board of Trustees shall have power to perform the duties and functions of the President whenever the President is absent, unavailable or otherwise incapacitated to act, or the Chairperson may delegate such authority to a member of the corporation's professional staff.

Section 4. Any vacancy in the office of the President shall be filled by the Board of Trustees.

## **ARTICLE VIII**

### **FINANCES**

Section 1. The monies of the corporation shall be deposited in such bank or banks or savings and loan associations and in such account or accounts as the Board of Trustees shall determine.

Section 2. All checks and drafts on the corporation's account and all payments of money shall be signed in the name of and on behalf of the corporation by such bonded officer or officers or bonded agent or agents as shall be authorized from time to time by the Board of Trustees.

Section 3. The funds of the corporation shall be used solely for the objects and purposes for which the corporation is organized as set out in the charter.

## **ARTICLE IX**

### **COMMITTEES**

Section 1. There shall be maintained the following standing committees:

- A. Governance;
- B. Audit and Finance; and

~~C. Philanthropy and Community Engagement Human Resources/Personnel; ¶~~

~~D. Communications; ¶~~

~~E. Resource Development; and ¶~~

~~F. Audit.~~

Section 2. The Board of Trustees may form such Ad Hoc Committees as may be needed from time to time to perform functions in furtherance of the mission of the corporation. Each Ad Hoc Committee shall perform those functions assigned to the committee.

Section 3. The Chairperson of the Board of Trustees shall appoint committee chairpersons. The committees may exercise such powers as shall be conferred or authorized by the resolution appointing them. A majority of any such committee may determine its action and fix the time and place of its meetings unless the Board of Trustees shall provide otherwise. Neither the chair person nor the members of a committee are required to be members of the Board of Trustees.

Section 4. The Chairperson of each committee, the Chairperson of the Board of Trustees, and the President shall select the persons to serve on each committee, ~~except the members of the Audit and Finance Committee shall consist of the Chairperson of the Finance Committee, the most recent past Chairperson of the Finance Committee, and one of the Elected Trustees, who shall be selected by the Board of Trustees and who shall serve as Chairperson of the Audit Committee.~~

Section 5. The Chairperson of each committee shall provide to the Chairperson of the Board of Trustees and the President such information as may be requested regarding the activities and plans of the respective committee.

Section 6. The duties of each Standing Committee are as follows:

A. The Governance Committee shall: (a) identify skills and areas of expertise needed by the Board, based on the

corporation's mission and strategic plan; (b) nominate the individuals to stand for election as the Trustees, Officers, and Executive Committee of the corporation; (c) provide orientation and mentoring for new Board members; (d) assess Board member participation, commitment and contributions; (e) assess the functioning of the Board of Trustees; and (f) evaluate and recommend changes to the Board structure, processes, and guiding documents.

Prior to any election of the Elected Trustees, Officers, and Executive Committee, the Governance Committee shall prepare a slate of nominees for the positions to be filled. The Governance Committee shall submit its slate to the Board of Trustees at least fifteen (15) days before the meeting and to the Board of Trustees at the meeting; make recommendations to the Board of Trustees for filling any vacancy which occurs in any of the elected position; and perform such other duties as may be designated by the Board of Trustees and keep complete records of all suggested names with appropriate comments.

B. The Audit and Finance Committee shall, when performing its audit function, (a) select the independent auditors to conduct an audit of the corporation; (b) serve as a liaison between the corporation and the auditors; and (c) review and approve the audit and tax returns prepared by the auditors. When performing its finance function, it shall (da) understand issues of financial integrity and solvency; (eb) work with staff to develop proposed budgets for consideration and adoption by the Board; (fe) monitor income and expenses against the annual budget; (gd) work with staff to provide financial statements to the Board; (he) work with staff to recommend to the Board of Trustees appropriate investments of corporation assets, including without limitation any contribution thereof to the Children's Home Society of North Carolina Foundation, Inc.; (i) work with staff to ensure financial practices follow state and federal laws; and (jf) work with staff to establish internal controls and procedures.

~~C. The Human Resources/Personnel Committee shall (a) work with staff to develop and evaluate personnel policies and procedures; (b) make recommendations to the Board of~~

~~Trustees about personnel policies and their implications; and (c) support the Board in other personnel or human resource concerns. ¶~~

~~D. The Communication Committee shall (a) work with staff to develop and approve a communication plan; and (b) work with staff to determine and oversee important communication concerns. ¶~~

~~EC. The Philanthropy and Community Engagement Resource Development Committee shall work with staff to (a) develop and approve a fundraising, communications and community engagement resource development plan; (b) engage the Board of Trustees in fundraising, communications and community engagement efforts resource development efforts; and (c) evaluate the effectiveness of fundraising, communications and community engagement resource development activities.~~

~~F. The Audit Committee shall (a) select the independent auditors to conduct an audit of the corporation; (b) serve as a liaison between the corporation and the auditors; and (c) review the audit and tax returns prepared by the auditors. ¶~~

## **ARTICLE X**

### **CORPORATE SEAL**

The corporate seal of the corporation shall be circular in form and shall have inscribed therein the name of the corporation and such other appropriate legend as the Board of Trustees may from time to time determine. In lieu of the corporate seal, when so authorized by the Board of Trustees, a facsimile thereof may be impressed or affixed or reproduced.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of July in each year and shall end on the last day of June the following year.

## **ARTICLE XII**

### **AMENDMENTS**

The Board of Trustees may amend, or alter, or repeal the Bylaws of the corporation at any regular or special meeting by a majority vote of the Trustees present. The Board of Trustees may amend, or alter, or repeal the charter of the corporation at any regular or special meeting by a majority vote of the Trustees then serving. Prior to any amendment to the Bylaws or to the Charter, written copies of the proposed amendment must be mailed to each member of the Board of Trustees at least ten (10) days prior to the meeting at which such amendment is to be considered.

## **ARTICLE XIII**

### **RULES OF ORDER**

~~The Chairperson of the Board shall determine Robert's Rules of Order Newly Revised shall be the parliamentary authority for~~ all matters of procedure not specifically covered by the Bylaws or by special rules or procedures adopted by the corporation.

## **ARTICLE XIV**

### **INDEMNIFICATION**

Any person who at any time serves or has served as a trustee, officer, employee or agent of the corporation, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he may have become liable in any such action, suit, or proceeding. ~~No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad~~

faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

The Board of Trustees of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this Article, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and giving notice to, and obtaining approval by, the members of the corporation.